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as Administrative Agent for the Prepetition Lenders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11 Cases
CHARTER COMMUNICATIONS, INC.	09-11435(JMP)
Debtors.	(Jointly Administered)
JPMORGAN CHASE BANK, N.A., as Administrative Agent,	
Plaintiff,	Adversary Proceeding No. 09-01132(JMP)
-against-	
CHARTER COMMUNICATIONS OPERATING, LLC and CCO HOLDINGS, LLC,	
Defendants.	

**NOTICE OF PRESENTMENT OF MOTION TO FILE  
UNDER SEAL JPMORGAN CHASE, N.A.'S MOTION TO ADJOURN THE JULY 20  
ADVERSARY PROCEEDING TRIAL AND CONFIRMATION HEARING  
PENDING PAUL ALLEN'S AVAILABILITY FOR DEPOSITION**

PLEASE TAKE NOTICE that the undersigned will present the annexed motion, dated June 30, 2009 (the "Motion") to the Honorable James M. Peck, Bankruptcy Judge of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in Room 601, One Bowling Green, New York, New York 10004, for approval and signature on **Tuesday, July 6, 2009 at 12:00 p.m. (Prevailing Eastern Time)**. The Motion requests an Order pursuant to Section 107(b) of the Bankruptcy Code permitting Plaintiff in the above-captioned adversary proceeding to file under seal its Motion to Adjourn the July 20 Adversary Proceeding Trial and Confirmation Hearing Pending Paul Allen's Availability for Deposition.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Orders M-182 and M-193 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), and shall be served upon: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Administrative Agent for the Prepetition Lenders; (d) counsel to the Agent for the Debtors' Prepetition Junior Facility and Certain of the Lenders Thereunder; (e) counsel to the Agent for the Debtors' Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (f) counsel to the Unofficial Committee of

Unaffiliated Holders of Certain CCH II Note Issuances; (g) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (h) the Office of the United States Trustee for the Southern District of New York; and (i) counsel for Creditors Committee: so as to be received no later than **Tuesday, July 6, 2009 at 11:00 a.m. (Prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed prior to the Objection Deadline, a hearing to consider the Motion (the "Hearing") will be scheduled before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: June 30, 2009  
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ Bryce L. Friedman

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

CHARTER COMMUNICATIONS, INC.

Debtors.

Chapter 11 Cases

09-11435(JMP)

(Jointly Administered)

JPMORGAN CHASE BANK, N.A.,  
as Administrative Agent,

Plaintiff,

-against-

CHARTER COMMUNICATIONS OPERATING,  
LLC and CCO HOLDINGS, LLC,

Defendants.

Adversary Proceeding  
No. 09-01132(JMP)

**MOTION FOR ENTRY OF AN ORDER AUTHORIZING JPMORGAN CHASE, N.A  
TO FILE UNDER SEAL JPMORGAN CHASE, N.A.'S MOTION TO ADJOURN THE  
JULY 20 ADVERSARY PROCEEDING TRIAL AND CONFIRMATION HEARING  
PENDING PAUL ALLEN'S AVAILABILITY FOR DEPOSITION**

JPMorgan Chase Bank, N.A. (“JPM”) hereby moves the Court for entry of an order substantially in the form attached as Exhibit A hereto (the “Proposed Order”) authorizing the filing under seal with the Court of its Motion to Adjourn the July 20 Adversary Proceeding Trial and Confirmation Hearing Pending Paul Allen’s Availability for Deposition (“Motion to Adjourn”).

In support of the instant Motion, JPM respectfully states as follows:

### **JURISDICTION**

1. The Court has jurisdiction over this Motion under 28 U.S.C. § 1334. This is a non-core proceeding within the meaning of 28 U.S.C. § 157(c). Venue is proper under 28 U.S.C. § 1409(a).

2. The statutory predicates for relief are section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure.

### **BACKGROUND**

3. The Confidentiality Order entered by this Court on April 6, 2009 allows parties producing documents to designate certain materials as “Confidential” or “Highly Confidential.” A true and correct copy of the Confidentiality Order is attached hereto as Exhibit B; see Ex. B at ¶ 3. The Confidentiality Order further provides that if a party files any Confidential or Highly Confidential Materials or any of the information contained therein with the Court, that party will make a good faith effort to file that material under seal. *See id.* at ¶ 13.

4. On June 30, 2009, JPM filed its Motion to Adjourn and a supporting Declaration of Bryce L. Friedman and accompanying Exhibits (the “Friedman Declaration”), dated June 26, 2009. On June 26, 2009, JPM served the Motion to Adjourn and Friedman

Declaration on certain parties to this action (the “Parties”<sup>1</sup>). All of the Parties that were served have executed a copy of the Confidentiality Order. The Motion to Adjourn and Friedman Declaration attach and reference documents designated as Confidential or Highly Confidential and contain highly sensitive and confidential information about one or more of the parties (collectively, the “Confidential Information”). A true and correct copy of the Motion to Adjourn and the Friedman Declaration is attached hereto as Exhibit C. All of the Parties that were served are entitled to see the Confidential Information contained in the Motion to Adjourn and Friedman Declaration and all Exhibits thereto.

### **RELIEF REQUESTED**

5. In accordance with the Confidentiality Order, by this Motion, JPM requests that the Court authorize it to file under seal JPM’s Motion to Adjourn and the Friedman Declaration and all Exhibits attached thereto.

### **BASIS FOR RELIEF**

6. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information.

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under the section 107(b) of the Bankruptcy Code.

8. The parties that produced the materials JPM seeks to file under seal presumably designated those materials “Confidential” or “Highly Confidential” in accordance

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<sup>1</sup> The Parties are: (a) counsel for the Debtors (b) counsel to the Agent for the Debtors’ Prepetition Junior Facility and Certain of the Lenders Thereunder; (c) counsel to the Agent for the Debtors’ Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (d) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (e) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (f) the Office of the United States Trustee for the Southern District of New York; and (g) counsel for Creditors Committee.

with the definitions of those designations in the Confidentiality Order, including that the materials are those that “it would not want to be made public in the ordinary course of its activities, including but not limited to technical, business, financial, personal or other information that can be protected under Federal Rule of Civil Procedure 26(v) and Federal Rule of Bankruptcy Procedure 7026” or that are “of such a nature that a risk of competitive injury would be created if such Discovery Material were disclosed” to persons other than those expressly permitted by the Confidentiality Order. *See* Ex. B at ¶ 3.

9. The Motion to Adjourn and the Friedman Declaration and Exhibits attached thereto also reference highly sensitive and confidential information regarding one or more of the parties.

### **PROCEDURE**

10. The authorities relied upon herein are set forth above. Accordingly, JPM respectfully requests that the Court waive the requirement contained in rule 9013-1 of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

### **NOTICE**

11. Notice of this Motion has been given to the Parties as defined herein, namely: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Agent for the Debtors’ Prepetition Junior Facility and Certain of the Lenders Thereunder; (d) counsel to the Agent for the Debtors’ Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (e) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (f) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (g) the Office

of the United States Trustee for the Southern District of New York; and (h) counsel for Creditors Committee. In light of the nature of the relief requested herein, JPM submits that no other or further notice is required.

**NO PRIOR REQUEST**

12. No prior motion for the relief requested herein has been made to this Court or any other court.

WHEREFORE, JPM respectfully requests that the Court (i) enter an order, substantially in the form annexed hereto authorizing JPM to file under seal JPM's Motion to Adjourn and the Friedman Declaration and all Exhibits attached thereto; and (ii) granting such other and further relief as the Court deems appropriate.

Dated: June 30, 2009  
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ Bryce L. Friedman

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